

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

SALLY CANNON, On Behalf of Herself and
All Others Similarly Situated

Plaintiff,

v.

MBNA CORPORATION, et al.

Defendants.

)
)
)
)
) Civil Action No. 05-00429-GMS
)
)
)
)
)
)
)

**STIPULATED ORDER EXTENDING TIME
AND ESTABLISHING A SCHEDULE**

WHEREAS defendants' response to the complaint in this action is currently due on September 9, 2005,

WHEREAS defendants have agreed voluntarily to provide plaintiff with certain information that plaintiff will consider in determining whether to file an amended complaint in this action;

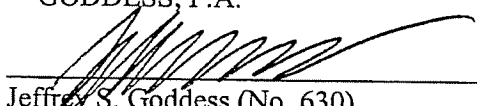
WHEREAS plaintiff intends to file a motion for (a) appointment of Wolf Haldenstein Adler Freeman & Herz LLP ("Wolf Haldenstein") as interim counsel on behalf of the putative class, appointment of Rosenthal, Monhait, Gross & Goddess, P.A. as interim liaison counsel, and creation of an executive committee consisting of Wolf Haldenstein, Goodkind Labaton Rudoff & Sucharow LLP, and Gainey & McKenna, and (b) for consolidation of this action with any related ERISA cases that are subsequently-filed or removed or transferred to this Court;

WHEREAS defendants take no position with respect to plaintiff's proposed motion but reserve the right to oppose certification of the putative class;

IT IS HEREBY STIPULATED AND AGREED, by the parties to this action and subject to the Order of this Court, that (i) plaintiff will have 60 days from the date of entry of this Order to serve and file an amended complaint, (ii) defendants will have 60 days thereafter to answer, move to dismiss or otherwise respond to plaintiff's complaint, (iii) in the event that one or more defendants file a motion to dismiss, plaintiff will have 60 days to file its answering brief in response to such motion to dismiss and the moving defendant or defendants will have 45 days to submit their reply.

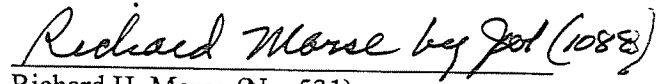
DATED: September 8, 2005

ROSENTHAL, MONHAIT, GROSS &
GODDESS, P.A.


Jeffrey S. Goddess (No. 630)
919 North Market Street, Suite 1401
P.O. Box 1070
Wilmington, Delaware 19899-1070
(302) 656-4433
jgoddess@rmgglaw.com

Attorney for Plaintiff

YOUNG CONAWAY STARGATT &
TAYLOR, LLP


Richard H. Morse (No. 531)
1000 West Street, 17th Floor
P.O. Box 391
Wilmington, DE 19899
(302) 571-6600
rmorse@ycst.com

Attorney for Defendants MBNA
Corporation, Pension & 401K Plan
Committee of MBNA Corporation, Lance
L. Weaver, Vernon H.C. Wright, Bruce L.
Hammonds, John Cochran and Kenneth A.
Vecchione

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

Edward Welch by JET (1088)
Edward P. Welch (No. 670)

One Rodney Square

P.O. Box

Wilmington, DE 19899

(302) 651-3060

ewelch@skadden.com

Attorney for Defendants Randolph D.
Lerner, James H. Berick, Benjamin
R. Civiletti, William L. Jews, Stuart L.
Markowitz, William B. Milstead, and
Thomas G. Murdough, Jr.

SO ORDERED, this ____ day of September, 2005.

United States District Judge